

US BANK/FCC MAY 14 2012

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READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE  
FORM 159

Approved by OMB  
3060-0589  
Page No. 1 of 5

12-131

(1) LOCKBOX # <b>979091</b>		SPECIAL USE ONLY	
		FCC USE ONLY	
<b>SECTION A - PAYER INFORMATION</b>			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Matthew L. Gibson</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>1050.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>875 15th Street, N.W.</b>			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY <b>Washington</b>		(7) STATE <b>DC</b>	(8) ZIP CODE <b>20005</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>202-551-1793</b>		(10) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(11) PAYER (FRN) <b>0016351421</b>		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME <b>REP UP, L.P.</b>			
(14) STREET ADDRESS LINE NO. 1 <b>150 North College Street</b>			
(15) STREET ADDRESS LINE NO. 2 <b>Suite 2500</b>			
(16) CITY <b>Charlotte</b>		(17) STATE <b>NC</b>	(18) ZIP CODE <b>28202</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>7049440914</b>		(20) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(21) APPLICANT (FRN) <b>0021728449</b>		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE <b>CDT</b>	(25A) QUANTITY <b>1</b>	
(26A) FEE DUE FOR (PTC) <b>1050.00</b>	(27A) TOTAL FEE <b>1050.00</b>		FCC USE ONLY
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC) <b>Number</b>	(27B) TOTAL FEE <b>Number of Foreign</b>		FCC USE ONLY
(28B) FCC CODE 1 <b>250</b>		(29B) FCC CODE 2	

**PAID BY CREDIT CARD**

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FEDERAL COMMUNICATIONS COMMISSION <b>REMITTANCE ADVICE (CONTINATION SHEET)</b> FORM 159-C Page No <u>4</u> of <u>5</u>		<b>SPECIAL USE</b>  <b>FCC USE ONLY</b>	
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT <b>SECTION BB - ADDITIONAL APPLICANT INFORMATION</b>			
(13) APPLICANT NAME <b>Unite Private Networks. LLC</b>			
(14) STREET ADDRESS LINE NO.1 <b>950 West State Route 92, Suite 203</b>			
(15) STREET ADDRESS LINE NO. 2 <b>Kearney, Missouri 64060-8887</b>			
(16) CITY <b>Kearney</b>		(17) STATE <b>MO</b>	(18) ZIP CODE <b>64060 8887</b>
(19) DAYTIME TELEPHONE NUMBER (include area code) <b>8162601868</b>		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) <b>0014817357</b>		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY	
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY	
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY	
(28C) FCC CODE 1		(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY	
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY	
(28D) FCC CODE 1		(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY	
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY	
(28E) FCC CODE 1		(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY	
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY	
(28F) FCC CODE 1		(29F) FCC CODE 2	

# PAUL HASTINGS

1(202) 551-1793  
matthewgibson@paulhastings.com

May 11, 2012

## VIA OVERNIGHT COURIER

Marlene H. Dortch, Secretary  
Federal Communications Commission  
Wireline Competition Bureau Applications  
P.O. Box 979091  
St. Louis, MO 63197-9000

Re: Application for Consent to Transfer Control of Companies Holding Blanket Domestic Section  
214 Authority Pursuant to Section 214 of the Communications Act of 1934, as amended

Dear Ms. Dortch:

Enclosed for filing are the original and six (6) copies of the application for the Commission's consent to the transfer of control of UPN Holdings, LLC ("UPN") from Banc of America Capital Investors V, L.P. to REP UP, L.P. UPN's wholly-owned subsidiaries, Unite Private Networks, LLC and Unite Private Networks-Illinois, LLC, hold blanket authority under Section 214 of the Communications Act of 1934, as amended (the "Act"), to provide domestic telecommunications services. Accordingly, the parties are filing the enclosed application pursuant to Section 214 of the Act and 47 C.F.R. § 63.04.

A completed FCC Form 159 Fee Remittance, including credit card information to cover the associated filing fee of \$1,050.00 is also enclosed. An additional duplicate of the filing has been provided for date-stamp and return in the enclosed prepaid UPS envelope.

Should you have any questions regarding the enclosed, please do not hesitate to contact the undersigned.

Respectfully submitted,



Matthew L. Gibson  
for PAUL HASTINGS LLP

MLG

Enclosures

LEGAL\_US\_E # 98391283.1

Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554

In the Matter of the Joint Domestic Application of )  
 )  
**Banc of America Capital Investors V, L.P.,** )  
**Transferor** )  
 )  
and )  
 )  
**REP UP, L.P.** )  
**Transferee** )  
 )  
For Grant of Authority Pursuant to Section 214 of )  
the Communications Act of 1934, as amended, )  
and Section 63.04 of the Commission's Rules to )  
Complete a Transfer of Control of an Authorized )  
Domestic Section 214 Carrier. )

WC Docket No. 12-\_\_\_\_

To: The Office of the Secretary

**APPLICATION**

Banc of America Capital Investors V, L.P. ("Transferor") and REP UP, L.P. ("Transferee"), pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"),<sup>1</sup> and to Section 63.04 of the Commission's Rules,<sup>2</sup> respectfully request that the Commission consent to the transfer of control of UPN Holdings LLC ("UPN Holdings" and, together with Transferor and Transferee, the "Applicants") from Transferor to Transferee. UPN Holdings is the indirect corporate parent of two non-dominant carriers, Unite Private Networks, LLC and Unite Private Networks-Illinois, LLC ("Unite" and "Unite-Illinois", respectively; together, "UPN"), which provide domestic telecommunications services pursuant to Section 214 of the Act. Applicants submit that the proposed transfer of control of UPN is consistent with the

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<sup>1</sup> 47 U.S.C. § 214.

<sup>2</sup> 47 C.F.R. § 63.04.

public interest and that this Application qualifies for streamlined processing under Section 63.03(b)(2) of the Commission's Rules.

## **I. BACKGROUND**

Since 1999, UPN has been providing customer-focused communications solutions to small- and mid-sized metropolitan areas. Today, UPN provides more than 2,500 metro fiber route miles to 1,500 on-net buildings for its customers in 18 states (Arizona, Colorado, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Missouri, Montana, Nebraska, Ohio, Oklahoma, Texas, Virginia, Washington, Wisconsin, and Wyoming). UPN's service offerings include dark and lit fiber, private line, metro-optical Ethernet, Internet access, data center services, and other customized solutions to schools, local and state governments, carriers, data centers, hospitals, and enterprise customers in those metropolitan areas. UPN also has experience working with educational clients that participate in the federal E-Rate program.

In 2010, Transferor acquired a controlling majority interest in UPN Holdings.<sup>3</sup> Transferor, a limited partnership controlled by its general partner, Ridgemont Capital Management V, L.P. ("Transferor GP"), does not provide telecommunications services, other than through its interests in UPN Holdings. Transferor GP is also a limited partnership controlled by its general partner, REP I GP LLC ("Ridgemont Partners") which, in turn, is controlled by its managing member, J. Travis Hain, a U.S. citizen. The remaining members of Ridgemont Partners, who are also the limited partners of Transferor GP, are Walker L. Poole; Robert H. Sheridan, III; Robert L. Edwards, Jr.; George E. Morgan, III; John A. Shimp; Donald

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<sup>3</sup> See Public Notice, *Domestic Section 214 Application Filed for the Transfer of Control of Unite Private Networks, L.L.C. and Unite Private Networks-Illinois, L.L.C. to UPN Holdings LLC*, DA 10-1809 (rel. Sept. 24, 2010).

L. Harrison, Jr.; Edward A. Balogh, Jr.; and Scott Poole, each of whom is a U.S. citizen. Transferor's sole limited partner is BA Equity Investors, Inc., which is a wholly-owned subsidiary of Bank of America Corporation ("BAC"), a publicly traded company of which no single individual or entity owns more than a 10 percent interest. Each of the entities identified in this paragraph was formed under the laws of the State of Delaware.<sup>4</sup>

Transferee is a Delaware limited partnership that was formed in February 2012 as an alternative investment vehicle ("AIV") of Ridgemont Equity Partners I, L.P. (the "Fund"). Transferee was specifically created to acquire Transferor's interest in UPN Holdings and is not itself a telecommunications service provider. Transferee is controlled by its general partner, Ridgemont Equity Management I, L.P. ("Transferee GP"), a Delaware limited partnership, which, in turn, is controlled by its general partner, Ridgemont Equity Management I, LLC ("Ridgemont Equity"), a Delaware limited liability company. As set forth in greater detail below, J. Travis Hain, together with certain members of Ridgemont Partners, comprise the members of Ridgemont Equity.<sup>5</sup>

## **II. THE TRANSACTION**

### **A. Overview**

The primary purpose of the proposed transaction is to enable BAC to exit its indirect investment in UPN Holdings. BAC's exit from UPN Holdings has, in turn, provided the principals of Ridgemont Partners with an opportunity to establish the Fund to acquire (directly or through alternative investment vehicles, as discussed below) Transferor's investment in UPN

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<sup>4</sup> For reference, UPN Holding's existing corporate structure is depicted visually in *Exhibit A*.

<sup>5</sup> Transferee's proposed post-consummation ownership structure is depicted visually in *Exhibit B*, and the individuals and entities holding reportable interests in it are identified more fully in Section IV, below.

Holdings as well as other investments held by Transferor (the “Investment Portfolio”) and to solicit new passive investment from third parties. The Fund’s acquisition of Transferor’s Investment Portfolio is complete with respect to investments that are not subject to the Commission’s jurisdiction, and only the consummation of the transfer of control of UPN Holdings remains to complete BAC’s exit from the Investment Portfolio.

Four investment groups, Landmark Partners, LLC; AFA Sjukförsäkringsaktiebolag; AlpInvest Partners B.V.; and The Goldman Sachs Group, Inc. (collectively, the “Anchor Investors”), hold indirect passive interests in 10% or more of the Fund’s equity. To accommodate the investment and tax strategies of the Fund and its limited partners, including the Anchor Investors, the Fund has assigned its right to acquire UPN Holdings to Transferee. Transferee and certain other entities (the “AIV Entities”) will be commonly controlled by the same general partner – Transferee GP. The AIV Entities, and the Anchor Investors’ respective interests in them, are discussed in greater detail in Section IV.D below.

#### **B. Description of the Transaction**

To accomplish BAC’s exit from the Investment Portfolio, on November 21, 2011, Transferor and the Fund entered into a Purchase and Sale Agreement (the “PSA”) through which Transferor agreed to sell the Investment Portfolio – including UPN Holdings – to the Fund. As noted above, the Fund assigned to Transferee the right to acquire Transferor’s interest in UPN Holdings such that following the consummation of the proposed transaction, Transferee will hold a controlling interest in UPN Holdings.

Throughout the fourth quarter of 2011 and the first quarter of 2012, Transferee GP solicited investment in the Fund. On March 30, 2012, the Fund’s investors consummated their

investments in the Fund, thereby becoming limited partners of the Fund (and Transferee), and the Fund, in turn, acquired the Investment Portfolio, with the exception of UPN Holdings, which is still controlled by Transferor.

Under the Limited Partnership Agreement (“LPA”), limited partners are expressly restricted from exerting, directly or indirectly, influence or control over Transferee or its portfolio companies, including UPN Holdings. The LPA vests Transferee GP with exclusive control over Transferee and further bars Transferee’s limited partners from taking any part in the control of Transferee. The LPA places additional restrictions on limited partners’ ability to exert influence or control (either directly or indirectly) over Transferee and any of its portfolio companies that are subject to FCC jurisdiction.

### **III. PUBLIC INTEREST STATEMENT**

Applicants submit that the proposed transaction serves the public interest by enabling UPN to continue to participate in the competitive marketplace for domestic and interstate communications services. Consummation of the proposed transaction will not result in interruption of the same, high quality communications services upon which UPN’s customers have come to rely, nor will the consummation cause UPN to change its rates, terms and conditions of service. Moreover, the proposed transaction will give UPN access to new sources of capital. To ensure that UPN’s customers and the public maximize the benefits from this proposed transaction, Applicants seek to consummate the transfer of control as quickly as possible following the FCC’s grant of consent. Accordingly, Applicants respectfully request that the Commission approve this Application as expeditiously as possible.



IV. **INFORMATION REQUIRED PURSUANT TO SECTION 63.04 OF THE COMMISSION'S RULES**

Pursuant to Section 63.04(a) of the Commission's Rules, Applicants hereby submit the following information:

A. **Name, address and telephone number of each applicant:**

Transferor: 150 North College Street, Suite 2500  
Charlotte, NC 28202  
Phone: 704-944-0914  
FRN: 0016923765

Transferee: 150 North College Street, Suite 2500  
Charlotte, NC 28202  
Phone: 704-944-0914  
FRN: 0021728449

UPN: 950 W. 92 Hwy, Suite 203  
Kearney MO 64060  
Phone: 816.260.1868  
FRN: 0020177036 (UPN Holdings)  
0014817357 (Unite Private Networks, LLC)  
0014817035 (Unite Private Networks-Illinois, LLC)

B. **Jurisdiction of Organization:**

Transferor: Delaware

Transferee: Delaware

UPN: Delaware

**C. Name, title, address, and telephone number of the office or contact point, such as legal counsel, to whom correspondence concerning this Application is to be addressed:**

**For Transferor and Transferee:**

Edward Balogh, COO  
Ridgemont Equity Partners  
150 North College Street, Suite 2500  
Charlotte, NC 28202  
Phone: 704.944.0914  
ebalogh@ridgemontep.com

**For UPN:**

Kevin M. Anderson  
950 W. 92 Hwy, Suite 203  
Kearney MO 64060  
Phone: 816.260.1868  
Kevin.anderson@upnllc.com

**For Transferor,**

**Transferee, and UPN:** Tara K. Giunta, Esq.  
Matthew L. Gibson, Esq.  
Paul Hastings LLP  
875 15th Street, N.W.  
Washington, DC 20005  
Phone: 202.551.1700  
taragianta@paulhastings.com  
matthewgibson@paulhastings.com

**D. Name, address, citizenship, and principal business of any person or entity that directly or indirectly owns at least ten percent (10%) of the equity of the Applicants, and the percentage of equity owned by each of those entities (to the nearest one percent (1%)):**

Following consummation of the reportable interest holders of UPN Holdings LLC will be as follows:

Name and Address <sup>6</sup>	Citizenship	Position	Percentage Vote	Percentage Equity	Principal Business
REP UP, L.P.	US	Member	87.9%	87.9%	Investments
UPN Principals <sup>7</sup>	US	Member	12.1%	12.1%	Telecommunications

<sup>6</sup> Unless otherwise noted, the address of each person or entity identified in response Section 63.04(a)(4) of the Commission's rules is 150 North College Street, Suite 2500, Charlotte, N.C. 28202.

## **1. Ridgemont Control Entities**

As noted above, Transferee's sole general partner is Transferee GP, whose sole general partner is Ridgemont Equity. Ridgemont Equity is managed by unanimous consent of its six members: J. Travis Hain; Walker L. Poole; Robert H. Sheridan, III; Robert L. Edwards, Jr.; John A. Shimp; and George E. Morgan, III. Each of the members of Ridgemont Equity is a U.S. citizen and is also a member of Ridgemont Partners.

The ownership and control structure of Transferee GP and Ridgemont Equity are depicted visually in *Exhibit C, Figure 1*, and the reportable direct interests in Transferee GP and Ridgemont Equity are summarized in *Exhibit C, Tables 1-2*.

## **2. Transferee and Its AIV Structure**

Pursuant to the LPA, Transferee has been assigned the Fund's right to acquire Transferor's interests in UPN Holdings. Together, Transferee and the six AIV Entities<sup>8</sup> comprise the "AIV Structure," which the Applicants treat as single entity for purposes of calculating investors' aggregate passive equity interests in Transferee. Each of the Fund, the Transferee, and the AIV Entities is directly controlled by Transferee GP and is therefore subject to the ultimate control of the members of Ridgemont Equity. As set forth in Section IV.D.3, each of the Anchor Investors hold aggregate indirect passive equity interests in Transferee of 10% or more.

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<sup>7</sup> Each of the UPN Principals (a) holds less than a 10% interest in UPN Holdings and (b) is a U.S. citizen.

<sup>8</sup> REP UP I-A, L.P.; REP UP I-B, L.P.; REP UP I-B Blocker, Inc.; REP UP I-B Feeder, L.P.; REP UP I-B Cayman, L.P.; and REP UP I-B LVBS, L.P. comprise the "AIV Entities."

With respect to the proposed acquisition of UPN Holdings, LLC, each limited partner of the Fund holds limited partnership interests in an AIV Entity, such that its indirect interest in Transferee is proportional to such limited partner's equity interest in the Fund. As illustrated in *Exhibits B-C* and *Figure 1* to *Exhibits D-H*, certain Anchor Investors have invested in the Fund (and Transferee) through one or more subsidiaries and affiliates.

The AIV Structure is depicted visually in *Exhibit D, Figure 1*, and the reportable direct interests in Transferee and each AIV Entity are summarized in *Exhibit D, Tables 1-7*.

### 3. The Anchor Investors

The aggregate indirect passive equity interests of the four Anchor Investors in Transferee are as follows:

Name and Address	Citizenship	Position	Aggregate Indirect Voting Rights in Transferee	Aggregate Indirect Passive Equity in Transferee	Principal Business
Landmark Partners, LLC	US	LP	0%	11%	Investments
AFA Sjukförsäkringsaktiebolag	Sweden	LP	0%	11%	Insurance
AlpInvest Partners B.V.	Netherlands	LP	0%	20%	Investments
Goldman Sachs Group, Inc.	US	LP	0%	20%	Investments

#### a. Landmark Partners, LLC

Landmark Partners, LLC ("Landmark") is a Delaware limited liability company that holds an indirect passive interest in 11% of Transferee's equity. Landmark holds its interest in Transferee through a single investment vehicle – Landmark Equity Partners XIV, L.P. – that it controls through a series of intermediate entities, each of which is a US entity. Landmark Equity Partners XIV, L.P. is a limited partner of REP UP I-A, L.P. No person or entity holds a membership interest in Landmark sufficient to constitute an indirect interest in 10% or more of Transferee's equity.

Landmark's interest in Transferee is depicted visually in *Exhibit E, Figure 1*, and the reportable direct interests in Landmark are summarized in *Exhibit E, Tables 1-4*.

**b. AFA Sjukförsäkringsaktiebolag**

AFA Sjukförsäkringsaktiebolag ("AFA") is a Swedish not-for-profit insurance company that holds an aggregate indirect passive interest in 11% of Transferee's equity. AFA is a limited partner of an REP UP I-B Cayman, L.P. and is a controlling stakeholder of an affiliate that is also a limited partner of REP UP I-B Cayman, L.P. No person or entity holds a sufficient interest in AFA to constitute an indirect interest in 10% or more of Transferee's equity.

AFA's interest in Transferee is depicted visually in *Exhibit F, Figure 1*, and the reportable direct interests in AFA are summarized in *Exhibit F, Table 1*.

**c. AlpInvest Partners B.V.**

AlpInvest Partners B.V. ("AlpInvest") is a Dutch company of limited liability that, through intermediate entities, controls limited partners of two AIV Entities (REP UP I-B Feeder, L.P. and REP UP I-A, L.P.) which, in aggregate, hold a passive interest in 20% of Transferee's equity. The Carlyle Group ("Carlyle") holds a 60% indirect interest in AlpInvest. Other than Carlyle, no person or entity holds a sufficient interest in AlpInvest to constitute an indirect interest in 10% or more of Transferee's equity.

AlpInvest's interest in Transferee is depicted visually in *Exhibit G, Figure 1*, and the reportable direct interests in AlpInvest, its affiliates, and Carlyle are summarized in *Exhibit G, Tables 1-5*.

d. **Goldman Sachs Group, Inc.**

The Goldman Sachs Group, Inc. ("GSG") is a Delaware corporation whose shares are publicly traded and widely held. Through intermediate entities, GSG controls limited partners of three AIV Entities (REP UP I-A, L.P.; REP UP I-B Feeder, L.P.; and REP UP I-B LVBS, L.P.), which, in aggregate, hold a passive interest in 20% of Transferee's equity. No person or entity holds a sufficient interest in GSG to constitute an indirect interest in 10% or more of Transferee's equity.

GSG's interest in Transferee is depicted visually in *Exhibit H, Figure 1*, and the reportable direct interests associated with GSG's interest in Transferee are summarized in *Exhibit H, Tables 1-2*.

E. **Certification pursuant to §§ 1.2001 through 1.2003 of this chapter that no party to the application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988. See 21 U.S.C. 853.**

Each of Applicants hereby certifies that it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. 21 U.S.C. 853;  
47 C.F.R. §§ 1.2001-1.2003.

F. **A description of the transaction;**

Please see Section II, above.

G. **A description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area;**

*Transferor:* Transferor does not offer domestic telecommunications services, and UPN is Transferor's only affiliate that does so. UPN's domestic telecommunications services are described in Section I, above.

*Transferee:* Other than through the proposed transfer of control of UPN Holdings, neither Transferee nor any of its affiliates offer domestic telecommunications services.

**H. A statement as to how the application fits into one or more of the presumptive streamlined categories in this section or why it is otherwise appropriate for streamlined treatment;**

This Application is eligible for streamlined processing under the criteria established in Section 63.03(b)(2)(i) of the Commission's rules. Specifically, following the consummation of the proposed transaction, (a) Transferee and its affiliates will have a market share in the interstate, interexchange market of less than ten percent; (b) although they do not currently provide local telephone exchange services, to the extent that they may do so, Transferee and its affiliates will provide competitive telephone exchange services or exchange access services only in geographic areas served by a dominant local exchange carrier that is not a party to this Application; and (c) none of the Applicants or their affiliates are dominant with respect to any service.

**I. Identification of all other Commission applications related to the same transaction;**

No other applications are being filed with the Commission with respect to the transaction proposed herein.

**J. A statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure;**

None of the Applicants are facing imminent business failure. However, prompt processing of this Application will ensure the Applicants and the public of the benefits described in Section III above. Accordingly, Applicants respectfully request that the Commission approve

this Application expeditiously so that the Applicants may consummate the proposed transaction as soon as possible.

**K. Identification of any separately filed waiver requests being sought in conjunction with the transaction; and**

Applicants are not seeking waivers of the Commission's rules in connection with the proposed transaction.

**L. A statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets.**

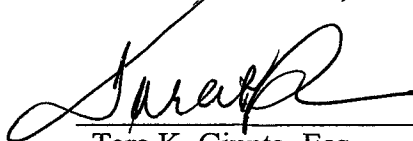
Please see Section III, above.

**V. CONCLUSION**

Based on the foregoing, Applicants respectfully request that the Commission grant its consent to the proposed transfer of control of UPN Holdings from Transferor to Transferee.

Respectfully submitted,

**BANC OF AMERICA CAPITAL  
INVESTORS V, LP  
REP UP, L.P.  
UPN HOLDINGS, LLC**



Tara K. Giunta, Esq.  
Matthew L. Gibson, Esq.  
PAUL HASTINGS LLP  
875 15th Street, N.W.  
Washington, DC 20005  
202.551.1700

May 9, 2012

Their counsel



### CERTIFICATION

I, J. Travis Hain, state that I am the Managing Member of REP GP I, LLC, the general partner of Ridgemont Capital Management V, L.P., which, in turn, is the general partner of Banc of America Capitol Investors V, L.P. (the "Transferor"); that I am a member of Ridgemont Equity Management I, LLC, the general partner of Ridgemont Equity Management I, L.P., which, in turn, is the general partner of REP UP, L.P. (the "Transferee"); that Transferor and Transferee are both Applicants in the foregoing Joint Domestic Application; that I am authorized to make this Certification on behalf of Transferor and Transferee; that I have read the foregoing Joint Domestic Application and know the contents thereof; and that I certify that all statements with respect to the Transferor and Transferee made in the Joint Application are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 9 day of May, 2012.



J. Travis Hain  
Managing Member, REP GP I, LLC  
Member, Ridgemont Equity Management I, LLC

### **CERTIFICATION**

I, Kevin Anderson, state that I am the CEO of UPN Holdings, LLC, the sole member of UPN Intermediate Holdings, LLC, which, in turn, is the sole member of both Unite Private Networks, L.L.C. and Unite Private Networks-Illinois, L.L.C. (collectively, the "Company"); that the Company is an Applicant in the foregoing Joint Domestic Application; that I am authorized to make this Certification on behalf of the Company; that I have read the foregoing Joint Domestic Application and know the contents thereof; and that I certify that all statements with respect to the Company made in the Joint Application are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 9th day of May, 2012.

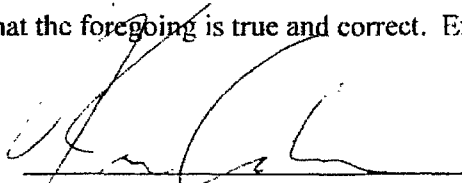
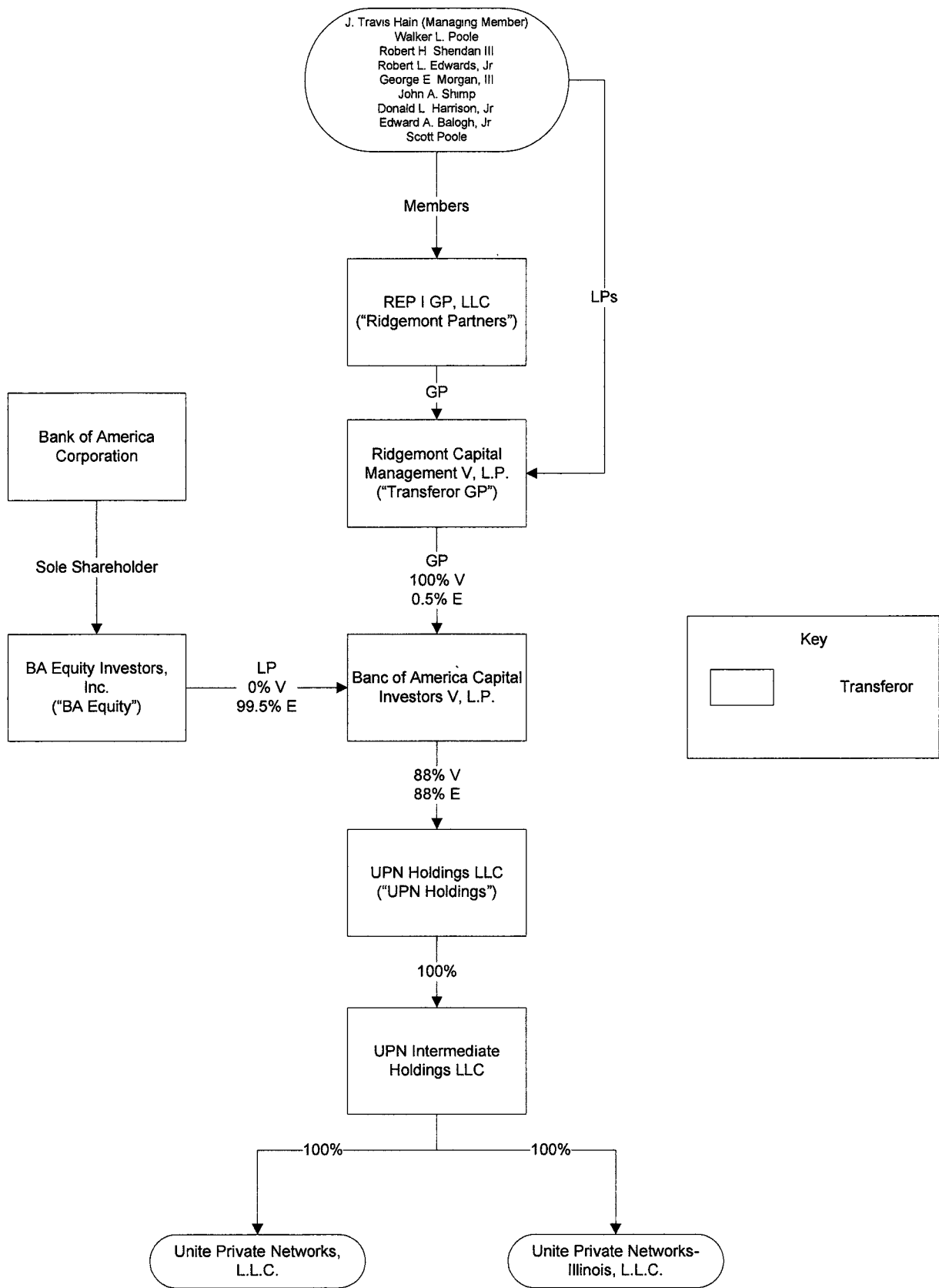
  
\_\_\_\_\_  
Kevin Anderson, CEO  
UPN Holdings, LLC

Exhibit A: Current Ownership Structure



## Exhibit B: Proposed Ownership Structure

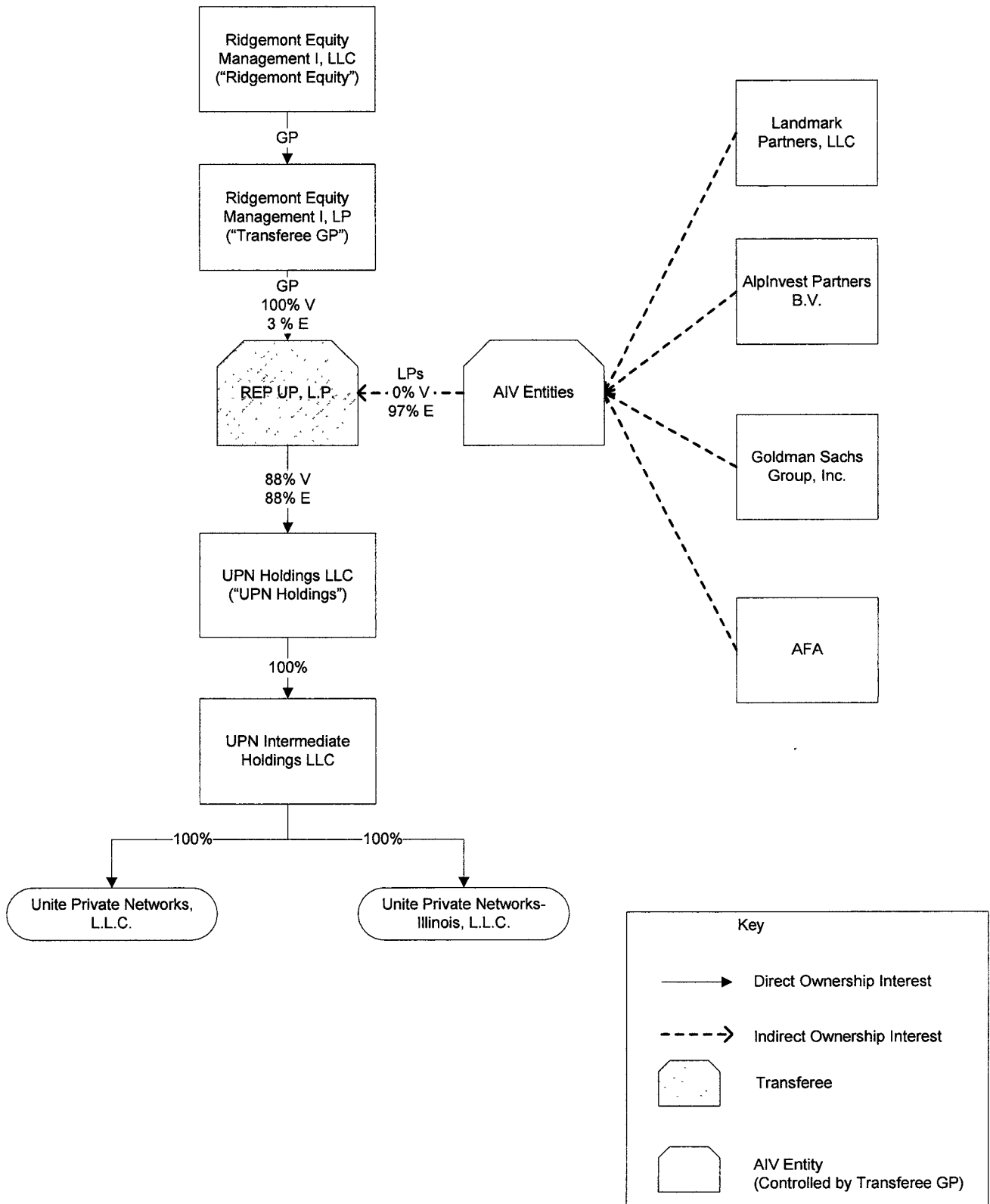
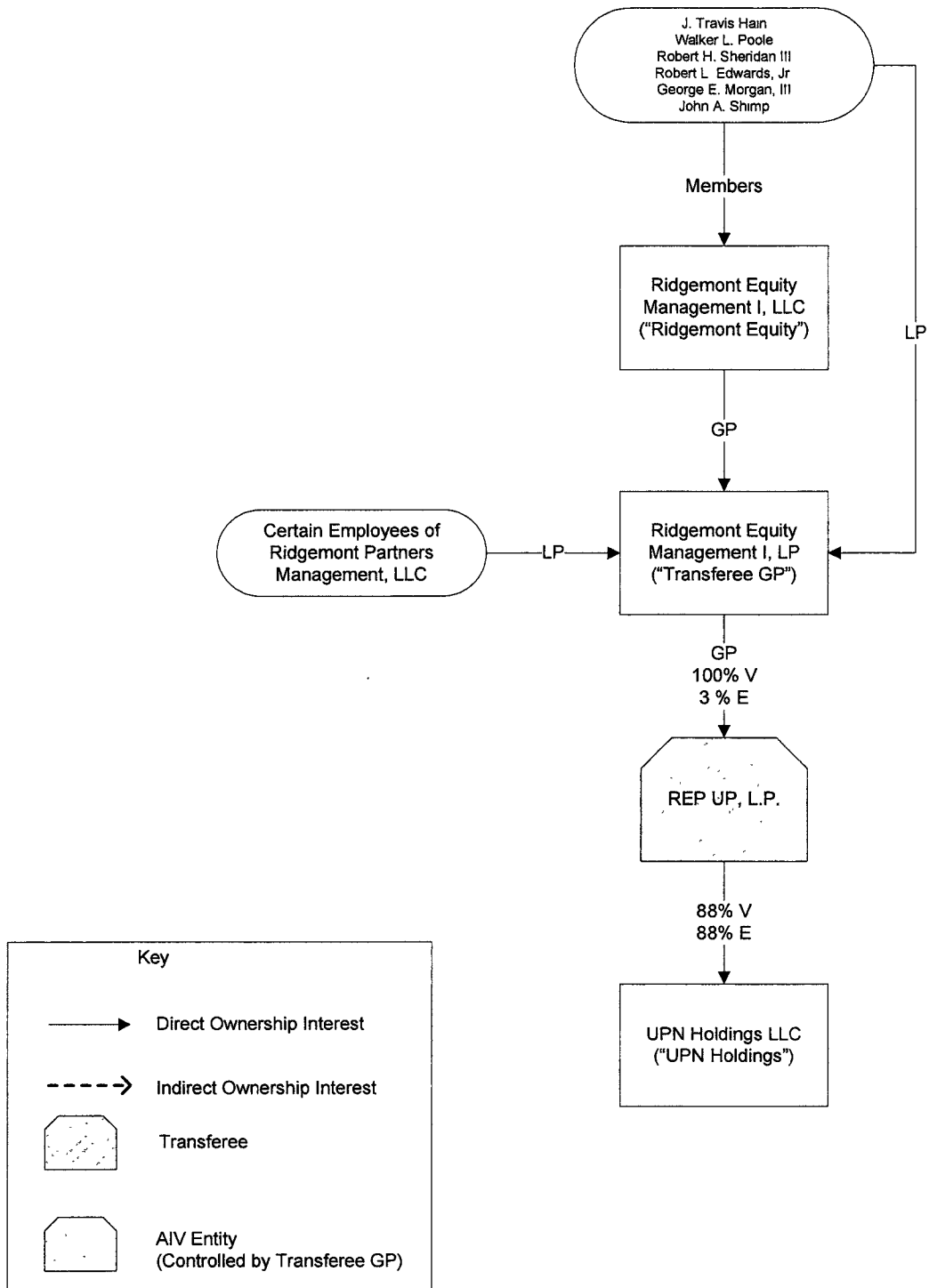


Exhibit C, Figure 1: Ridgemont Control Entities



**Exhibit C**  
**Ridgemont Control Entities**

**Table 1: Ridgemont Equity Management I, L.P. (“Transferee GP”)**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Position</b>	<b>Percentage Vote</b>	<b>Percentage Equity</b>	<b>Principal Business</b>
Ridgemont Equity Management I, L.P.	US	--	--	--	--
Ridgemont Equity Management I, LLC	US	GP	100%	0%	Investments
Ridgemont Principals <sup>1</sup>	US	LPs	0%	100%	Investments

**Table 2: Ridgemont Equity Management I, LLC (“Ridgemont Equity”)<sup>2</sup>**

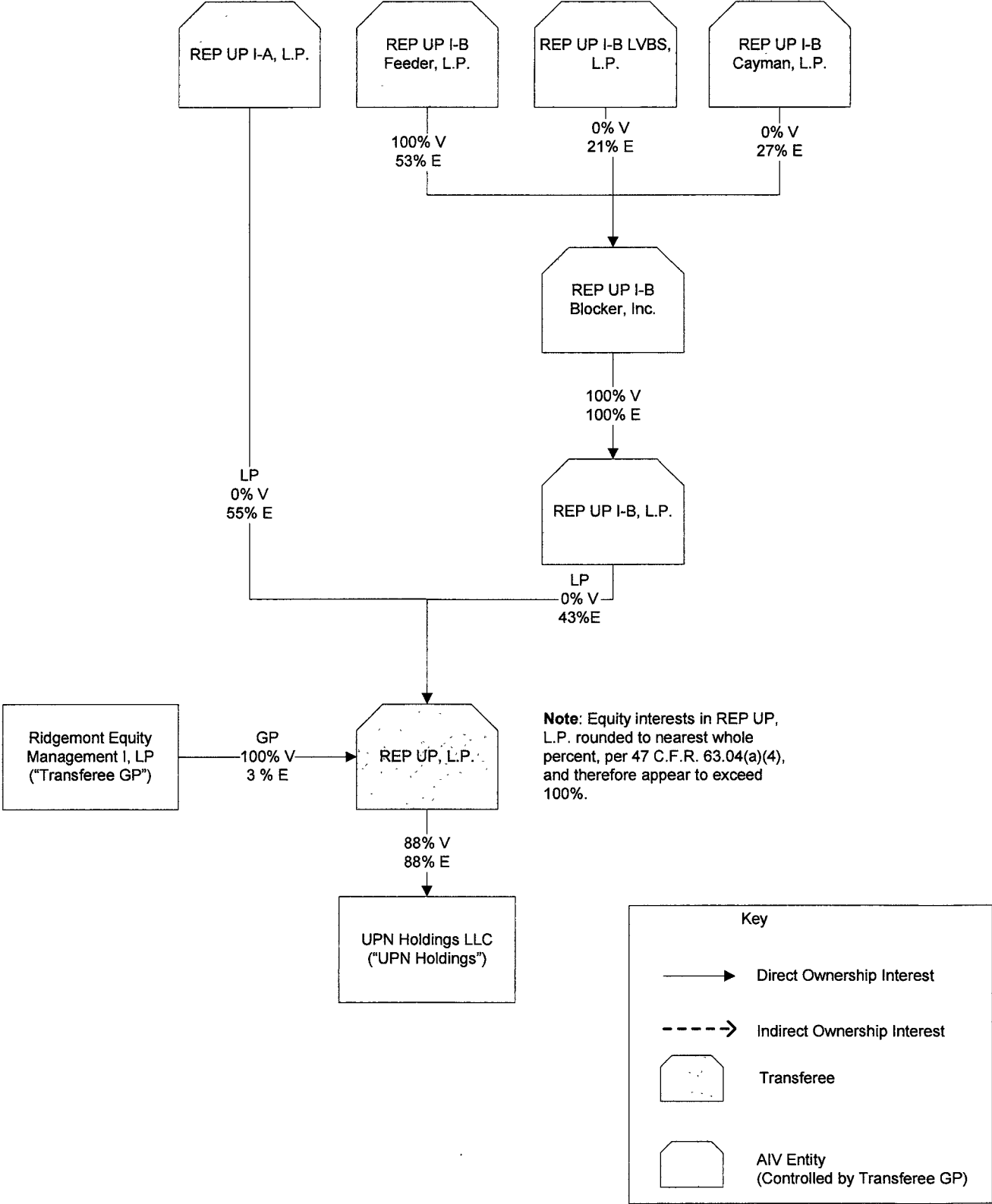
<b>Name and Address</b>	<b>Citizenship</b>	<b>Position</b>	<b>Percentage Vote</b>	<b>Percentage Equity</b>	<b>Principal Business</b>
Ridgemont Equity Management I, LLC	US	--	--	--	--
J. Travis Hain	US	Member	17%	17%	Investments
Walker L. Poole	US	Member	17%	17%	Investments
Robert H. Sheridan, III	US	Member	17%	17%	Investments
Robert L. Edwards, Jr.	US	Member	17%	17%	Investments
John A. Shimp	US	Member	17%	17%	Investments
George E. Morgan, III	US	Member	17%	17%	Investments

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<sup>1</sup>The limited partners of Transferee GP are comprised of members of Ridgemont Equity and employees of Ridgemont Partners Management, LLC, which serves as investment advisor to the Fund and to REP UP, L.P. None of these individuals holds, by virtue of his or her limited partnership interest in Transferee GP, a 10% or greater equity interest in Transferee. Each of Transferee GP’s limited partners is a U.S. citizen.

<sup>2</sup> Because the Commission’s rules require voting and equity interests to be rounded to the nearest percent, the sum of the membership interests in Ridgemont Equity appear to equal more than 100%. In reality, each member holds 1/6th of the equity and voting interests in Ridgemont Equity and, pursuant to Ridgemont Equity’s LLC Agreement, the entity is managed upon the unanimous consent of its members.

Exhibit D, Figure 1: AIV Structure



**Exhibit D**  
**AIV Entities**

**Table 1: REP UP, L.P. (“Transferee”)**

Name and Address	Citizenship	Position	Percentage Vote	Percentage Equity	Principal Business
REP UP, L.P.	US	--	--	--	--
Ridgemont Equity Management I, L.P.	US	GP	100%	3%	Investments
REP UP I-A, L.P.	US	LP	0%	55%	AIV Entity
REP UP I-B, L.P.	US	LP	0%	43%	AIV Entity

**Table 2: REP UP I-A, L.P.**

Name and Address	Citizenship	Position	Percentage Vote	Percentage Equity	Principal Business
REP UP I-A, L.P.	US	--	--	--	--
Ridgemont Equity Management I, L.P.	US	GP	100%	0%	Investments
Landmark Equity Partners XIV, L.P.	US	LP	0%	19%	Investments

**Table 3: REP UP I-B, L.P.**

Name and Address	Citizenship	Position	Percentage Vote	Percentage Equity	Principal Business
REP UP I-B, L.P.	US	--	--	--	--
Ridgemont Equity Management I, L.P.	US	GP	100%	0	Investments
REP UP I-B Blocker, Inc.	US	LP	0%	100%	AIV Entity

**Table 4: REP UP I-B Blocker, Inc.**

Name and Address	Citizenship	Position	Percentage Vote	Percentage Equity In Transferee	Principal Business
REP UP I-B Blocker, Inc.	US	--	--	--	--
REP UP I-B Feeder, L.P.	US	Shareholder	100%	53%	AIV Entity
REP UP I-B Cayman, L.P. <sup>3</sup>	Cayman Islands	Shareholder	0%	27%	AIV Entity
REP UP I-B LVBS, L.P. <sup>4</sup>	US	Shareholder	0%	21%	AIV Entity

<sup>3</sup> No entity holds a direct interest in REP UP I-B Cayman, L.P. that is equivalent to a 10% or greater interest in Transferee; AFA, however, holds direct and indirect interests in REP UP I-B Cayman, L.P. that, in aggregate, exceed a 10% passive equity interest in Transferee.

<sup>4</sup> No entity holds a direct interest in REP UP I-B LVBS, L.P. (“LVBS”) that is equivalent to a 10% or greater interests in Transferee. However, an entity that is ultimately controlled by GSG



**Table 5: REP UP I-B Feeder, L.P.**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Position</b>	<b>Percentage Vote</b>	<b>Percentage Equity</b>	<b>Principal Business</b>
REP UP I-B Feeder, L.P.	US	--	--	--	--
Ridgemont Equity Management I, L.P.	US	GP	100%	0%	Investments
AlpInvest Partners Secondary Investments 2012 I C.V.	Netherlands	LP	0%	68%	Investments

**Table 6: REP UP I-B Cayman, L.P.**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Position</b>	<b>Percentage Vote</b>	<b>Percentage Equity</b>	<b>Principal Business</b>
REP UP I-B Cayman, L.P.	US	--	--	--	--
Ridgemont Equity Management I, L.P.	US	GP	100%	0%	Investments
Limited partners that, individually, do not hold a 10% or greater indirect interest in Transferee	N/A	LP	0%	100%	Investments

**Table 7: REP UP I-B LVBS, L.P.**

<b>Name and Address</b>	<b>Citizenship</b>	<b>Position</b>	<b>Percentage Vote</b>	<b>Percentage Equity</b>	<b>Principal Business</b>
REP UP I-B LVBS, L.P.	US	--	--	--	--
Ridgemont Equity Management I, L.P.	US	GP	100%	0%	Investments
Limited partners that, individually, do not hold a 10% or greater indirect interest in Transferee	N/A	LP	0%	100%	Investments

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is the sole limited partner of LVBS, and LVBS's indirect interest in Transferee is therefore included in GSG's aggregate interest in Transferee, as set forth in IV.D.1.